

## Cocoaland Holdings Berhad

(Company No. 516019-H) • (Incorporated in Malaysia)

### Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Company will be held at Crystal 2, Level 1, Crystal Crown Hotel Kuala Lumpur, 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Tuesday, 15 June 2010 at 10.00 a.m. for the following purposes: -

#### AGENDA

##### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2009 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To re-elect the following Directors who shall retire in accordance with Article 92 of the Company's Articles of Association and being eligible, offer themselves for re-election:-  
(a) Lau Kee Von (Resolution 2)  
(b) Lau Pak Lem (Resolution 3)
3. To re-elect Dato' Sri Koh Kin Lip who shall retire in accordance with Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election. (Resolution 4)
4. To approve the payment of Directors' fees amounting to RM180,000 in respect of the financial year ended 31 December 2009. (Resolution 5)
5. To re-appoint Messrs. Wong Weng Foo & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

##### AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolution as ordinary resolutions: -

6. **Ordinary Resolution**  
**- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965.**  
"THAT, subject to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue shares in the Company, from time to time and upon such terms and conditions and for such purposes the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate of number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 7)
7. **Special Resolution**  
**- Amendment to the Articles of Association**  
"THAT the proposed amendment to the Articles of Association of the Company as contained in the Appendix 1 attached to the Annual Report 2009 be hereby approved." (Resolution 8)
8. To transact any other ordinary business for which due notice shall have been given.

By Order of the Board

NG HENG HOOI (MAICSA 7048492)  
YAP FOO TENG (MACS 00601)  
LEONG POI SAN (MAICSA 7052268)  
Company Secretaries

Kuala Lumpur  
Dated: 24 May 2010

#### Notes:-

- (i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- (ii) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- (iv) The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Lot 6.08, 6th Floor, Plaza First Nationwide, No. 161, Jalan Tun H.S. Lee, 50000 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
- (v) **Explanatory Note on Special Business**  
**Resolution 7 - Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**  
The Company continues to consider opportunities to broaden its operating base and earnings potential. If any of the expansion/diversification proposals involves the issuance of new shares, the Directors would have to convene a general meeting to approve the issuance of new shares even though the number involved may be less than 10% of the issued capital. In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is thus considered appropriate that the Directors be empowered, as proposed in Resolution 7, to allot and issue shares in the Company up to an amount not exceeding in aggregate 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Company wishes to renew the mandate on the authority to issue shares in general pursuant to Section 132D of the Companies Act, 1965 at the Tenth Annual General Meeting. As at the date of this Notice, 12,000,000 new shares representing 10% of the issued and paid up capital of the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 25 June 2009. The Group has utilised RM2,067,017 from the proceeds of RM16,200,000 raised from the issuance of shares as working capital.

#### Resolution 8 - Amendment to the Articles of Association

The proposed amendment to the Articles of Association will enable the Company to implement the Electronic Dividend Payment ("eDividend") to comply with paragraph 8.26A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.